

**Attachment 1**

**Sale of the Debtors' Asbestos and Lead Abatement Product Line**  
**Summary of Transaction**

Assets to be sold: The intellectual property related to the Debtors' asbestos abatement and lead abatement product lines, including customer lists, formulations, and trademarks, plus on-hand inventory as of the closing date.

Buyer: Fiberlock Technologies, Inc., 150 Dascomb Road, Andover, Massachusetts 01810.

Purchase price: \$400,000 in cash, plus a sum not to exceed \$42,000 for the sale of on-hand inventory to be determined after closing. (The Debtors had \$42,000 in inventory on-hand as of September 15, 2008).

Purchase price represents approximately 1X the 2008 sales estimate, and 5X the 2008 EBIT estimate of \$87,204.

Historical revenue and gross margin from the relevant product line:

	<b>SALES</b>				
Product	2004	2005	2006	2007	2008 (est.)
Serpiflex® Shield		\$163,862		\$198,422	\$404,084
\$167,679	\$137,653				
Serpiloc®	\$128,738		\$199,705	\$168,818	\$173,514
	\$164,301				
Serpimastic®	\$ 28,209	\$ 56,809	\$ 28,769	\$ 3,842	\$ 7,651
Wet Wrap & Seal®		\$ 32,786	\$ 40,022	\$ 22,921	\$ 25,375
Barrier Coat® II		\$ 71,584	\$103,095	\$110,624	\$ 88,060
	58,192				
Other	\$ 31,851	\$ 37,232	\$ 25,417	\$ 26,481	\$ 34,762
<b>TOTAL</b>	<b>\$457,030</b>		<b>\$635,285</b>	<b>\$760,633</b>	<b>\$484,951</b>
	<b>\$435,509</b>				
<b>GM%</b>	<b>49%</b>	<b>47%</b>	<b>45%</b>	<b>39%</b>	<b>40%</b>

Summary of transaction:

- Sale of certain assets relating to the Debtors' Abatement Business, primarily customer lists, formulations, trademark registrations and applications and on-hand inventory, as well as other intellectual property, contract rights, transferable licenses and permits, and documents, records and files, but not including trade receivables and payables, machinery and equipment, or any patents and patent applications related to the Debtors' Abatement Business.
- Licenses of certain technology relating to the Debtors' Abatement Business.

Reason for transaction:	The Debtors do not consider their Abatement Business to be a strategic or core business, and do not utilize dedicated resources in that Business. The market for the Business's product line is small and shrinking, as the instances of lead paint and asbestos needing abatement is diminishing. The Debtors consider the Abatement Business to be a depreciating asset. The limited resources devoted to the business and the cash to be gained by this sale can be better put to use in Debtors' core businesses.
Marketing of the assets	The market for asbestos and lead abatement has few competitors, namely W.R. Grace & Co.-Conn., Fiberlock, Foster Products, Certane – Certified Technologies, Inc., and Global Encasement, Inc. Only two manufacturers, one being Fiberlock, have a full asbestos and lead abatement product line. Fiberlock has a strong brand, a dedicated sales force, and an in-house manufacturing capability. Accordingly, the Debtors viewed Fiberlock as the party most likely to be interested in and derive the most value from purchasing the Assets, and thus the purchaser most likely to make the largest offer for the Assets. The Debtors felt that attempting to auction the Assets through investment banks or agents would incur costs that would substantially impact the profitability of such a small deal, and could jeopardize Fiberlock's interest in the deal. Accordingly, the Debtors have primarily pursued a sale of the Assets to Fiberlock.